

ALVORD AND ALVORD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

December 16, 1997

RECORDATION NO. 20890-D&E FILED

DEC 16 '97

11-30AM

Dec 16 11 28 AM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of the following secondary documents, dated December 16, 1997: Memorandum of Lease Supplement No. 2 and Memorandum of Equipment Trust Agreement Supplement No. 1.

The enclosed documents relate to the Memorandum of Lease previously filed with the Board under Recordation Number 20890.

The names and addresses of the parties to the enclosed documents are:

D →

Memorandum of Lease

Lessee: TTX Company  
101 North Wacker Drive  
Chicago, Illinois 60606

Lessor: FMB Trust Company, National Association  
25 South Charles Street  
Baltimore, Maryland 21202

Mr. Vernon A. Williams  
December 16, 1997  
Page 2

E → Memorandum of Equipment Trust

Security Trustee: First Security Bank, National Association  
79 South Main Street  
Salt Lake City, Utah 84111

Owner Trustee: FMB Trust Company, National Association  
25 South Charles Street  
Baltimore, Maryland 21202

A description of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached hereto.

Also enclosed is a check in the amount of \$48.00 payable to the order of the Surface Transportation Board covering the required recordation fees.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

Schedule A  
 TTX Company  
 Lease No. 45B  
 2nd closing on December 16, 1997

First MD

Builder/ Car Type	Quantity		Car Numbers	Delivery Period	Contract
	Cars	Platforms			
Gunderson Inc. Five-unit articulated 48' double-stack well cars for carrying containers- DTTX.	30	150	750071-750100.	Oct. '97	T-2A97-F
National Steel Car Limited Three-unit articulated 48' all-purpose double-stack well cars for carrying containers or trailers- DTTX.	51	153	400064-400105, 400107-400109, 400111-400114, 400116,400119.	Oct.-Nov. '97	T-2097-N
Total	81	303			

MEMORANDUM OF EQUIPMENT TRUST AGREEMENT  
SUPPLEMENT NO. 1 (NO. 45-B) dated December 16, 1997, by FMB TRUST  
COMPANY, NATIONAL ASSOCIATION, not in its individual capacity but  
solely as trustee for TTX LEASE 45-B TRUST, a Maryland trust, and FIRST  
SECURITY BANK, NATIONAL ASSOCIATION, a national banking  
association.

The undersigned have entered into that certain Equipment Trust  
Agreement (No. 45-B) dated as of September 1, 1997, pursuant to which  
equipment trust certificates having a final maturity of January 2, 2014 (with  
respect to Tranche 1) and January 2, 2018 (with respect to Tranche 2) are being  
issued on the terms and conditions set forth in said Equipment Trust Agreement.

A memorandum of said Equipment Trust Agreement has been filed  
with the Surface Transportation Board pursuant to Section 11301 of Title 49 of  
the United States Code on September 29, 1997, at 12:36p.m., recordation number  
20890-A.

The undersigned have entered into that certain Equipment Trust  
Agreement Supplement No. 1 (No. 45-B) dated December 16, 1997, whereby the  
terms and provisions of the above-referenced Equipment Trust Agreement are  
made applicable to the railroad equipment listed in Schedule A hereto, and wish  
to show for the public record the security interest of First Security Bank, National  
Association, security trustee thereunder, of all of the right, title, and interest of  
FMB Trust Company, National Association, not in its individual capacity but  
solely as trustee for TTX Lease 45-B Trust, a Maryland trust, in and to (i) said  
equipment, the bills of sale and manufacturers' warranties in respect thereof, all  
improvements and additions now or hereafter made or affixed thereto (to the  
extent of the interest of FMB Trust Company, National Association, not in its  
individual capacity but solely as trustee for TTX Lease 45-B Trust, a Maryland  
trust, therein), and all cash and noncash proceeds therefrom and (ii) the Lease  
Supplement No. 2 (No. 45-B) dated the date hereof between TTX Company and  
FMB Trust Company, National Association, not in its individual capacity but  
solely as trustee for TTX Lease 45-B Trust, and all payments due or to become  
due thereunder, excluding, however, interests in certain rights, payments, and  
indemnities, as more fully set forth in said Equipment Trust Agreement.

RECORDATION NO. 20890-E FILED

DEC 16 '97

11-30AM

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers thereunto duly authorized:

FMB TRUST COMPANY,  
NATIONAL ASSOCIATION,  
not in its individual capacity but solely as trustee of  
TTX LEASE 45-B TRUST

By Robert D. Brown  
Name: Robert D. Brown  
Title: Assistant Vice President

FIRST SECURITY BANK,  
NATIONAL ASSOCIATION,  
as Security Trustee

By \_\_\_\_\_  
Name:  
Title:

STATE OF MARYLAND )  
CITY ) SS.:  
COUNTY OF BALTIMORE )  
ALL

On this 15th day of December, 1997, before me personally appeared Robert D. Brown, to me personally known, who, by me being duly sworn, says that he is a Assistant Vice President of FMB TRUST COMPANY, NATIONAL ASSOCIATION, that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

*Michael Lefkowitz*  
Notary Public

Michael Lefkowitz, Notary Public  
Montgomery County  
State of Maryland  
My Commission Expires Sept. 19, 2000

My commission expires 9/13/99

STATE OF UTAH )  
 ) SS.:  
COUNTY OF SALT LAKE )

On this \_\_\_\_ day of December, 1997, before me personally appeared \_\_\_\_\_, to me personally known, who, by me being duly sworn, says that he is a \_\_\_\_\_ of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

\_\_\_\_\_  
Notary Public

My commission expires

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers thereunto duly authorized:

FMB TRUST COMPANY,  
NATIONAL ASSOCIATION,  
not in its individual capacity but solely as trustee of  
TTX LEASE 45-B TRUST

By \_\_\_\_\_  
Name:  
Title:

FIRST SECURITY BANK,  
NATIONAL ASSOCIATION,  
as Security Trustee

By   
Name: **C. Scott Nielsen**  
Title: **Vice President**

STATE OF MARYLAND                    )  
  ) SS.:  
COUNTY OF BALTIMORE                )

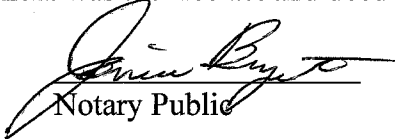
On this 11th day of December, 1997, before me personally appeared \_\_\_\_\_, to me personally known, who, by me being duly sworn, says that he is a \_\_\_\_\_ of FMB TRUST COMPANY, NATIONAL ASSOCIATION, that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

\_\_\_\_\_  
Notary Public

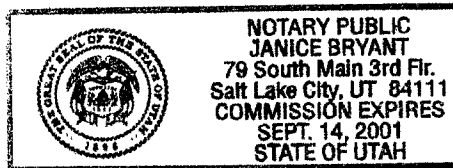
My commission expires

STATE OF UTAH                        )  
  ) SS.:  
COUNTY OF SALT LAKE                )

On this 11th day of December, 1997, before me personally appeared C. Scott Nielsen to me personally known, who, by me being duly sworn, says that he is a Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

  
Notary Public

My commission expires





Schedule A  
TTX Company  
Lease No. 45B

First MD

2nd closing on December 16, 1997

Builder/ Car Type	Quantity		Car Numbers	Delivery Period	Contract
	Cars	Platforms			
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Five-unit articulated 48' double-stack well cars for carrying containers- DTTX.	30	150	750071-750100.	Oct. '97	T-2A97-F
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